

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

IN RE CERENCE STOCKHOLDER
DERIVATIVE LITIGATION

Master File No. 1:22-cv-10723-ADB

**DECLARATION OF BENJAMIN I. SACHS-MICHAELS IN SUPPORT OF
PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION TO DISMISS UNDER THE
APPLICABLE FORUM-SELECTION CLAUSE**

I, Benjamin I. Sachs-Michaels, declare as follows:

1. I am a partner in the law firm of Glancy Prongay & Murray LLP, Co-Lead Counsel for Plaintiffs William Schafer and Peter Morse in the above-captioned action. I submit this declaration in support of Plaintiffs' opposition to Defendants' motion to dismiss under the applicable forum-selection clause. I have personal knowledge of the matters stated herein and, if called upon, i could and would competently testify thereto.

2. Attached hereto as Exhibit A is a true and correct copy of Exhibit 4.3 to Cerence's Form 10-K for the period ended September 30, 2023 (the "2023 10-K").

3. Attached hereto as Exhibit B is a true and correct copy of the Exhibit Index to Cerence's 2023 10-K.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 7th day of June 2024 at New York, New York.

/s/ Benjamin I. Sachs-Michaels
Benjamin I. Sachs-Michaels